

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

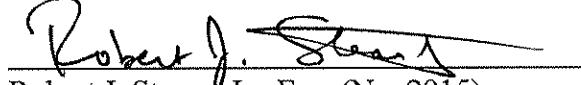
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In re: § Chapter 11
§
W. R. GRACE & CO., et al., § Case No. 01-01139 (JFK)
§ Jointly Administered
Debtors. §
----- X

**MOTION AND ORDER FOR ADMISSION
PRO HAC VICE OF PHILIP F. DOWNEY**

Pursuant to Local Rule 9010-1 and the attached certification, the undersigned counsel moves the admission *pro hac vice* of Philip F. Downey, Esquire of the law firm of Vorys, Sater, Seymour and Pease LLP, to represent The Scotts Company LLC in the W.R. Grace & Co., et al. bankruptcy cases.

Dated: April 27, 2009

Richards Layton & Finger P.A.



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CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 9010-1, I certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of the State of Ohio, the United States District Court for the Southern District of Ohio, and the United States Court of Appeals for the Sixth Circuit, among other courts, and submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of these cases. I also certify that I am generally familiar with this Court's Local Rules and with the Standing Order for District Fund effective 1/1/05. I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court for the District Court.



Dated: April 27, 2009

Philip F. Downey, Esq. (OH-0040308)
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Attorney for The Scotts Company LLC

ORDER GRANTING MOTION

IT IS HEREBY ORDERED counsel's motion for admission of Philip F. Downey *pro hac vice* is granted.

Dated: _____, 2009

THE HONORABLE JUDITH K. FITZGERALD
UNITED STATES BANKRUPTCY JUDGE